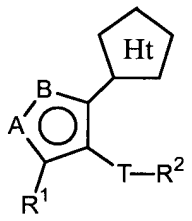
AMENDMENT TO THE CLAIMS

Please replace all prior versions and listings of claims with the amended claims as follows:

1. (Previously presented) A compound of formula **I**:



I

or a pharmaceutically acceptable salt thereof, wherein:

Ht is pyrrol-3-yl having R^3 and QR^4 substituents;

A-B is N-O or O-N;

R^1 is hydrogen or -NHR;

T is a valence bond;

Q is -C(O) or $-SO_2-$;

each R is independently selected from hydrogen or an optionally substituted aliphatic group having one to six carbons;

R^2 is an aryl group substituted with up to three R^8 substituents;

R^3 is hydrogen;

R^4 is $-R^6$ or $-NHR^6$;

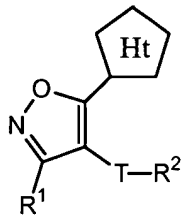
each R^6 is independently selected from $-(CH_2)_yR^7$;

y is 0-6;

each R^7 is an optionally substituted group independently selected from aryl, heteroaryl, or heterocyclyl;

each R^8 is independently selected from halogen, -R', or -OR'; wherein each R' is independently selected from hydrogen or an optionally substituted C_{1-12} aliphatic.

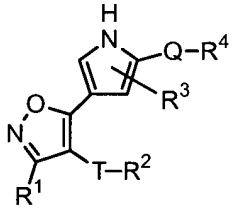
2. (Previously presented) The compound according to claim 1 having the formula:



II

or a pharmaceutically acceptable salt thereof.

3. (Previously presented) The compound according to claim 2 having the formula:



II-A

or a pharmaceutically acceptable salt thereof.

4. (Previously presented) The compound according to claim 3, wherein said compound has one or more features selected from the group consisting of:

(a) Q is -CO-;

(b) R^1 is hydrogen; and

(c) R^7 is an optionally substituted heterocyclyl group.

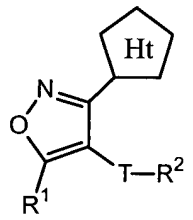
5. (Previously presented) The compound according to claim 4, wherein:

(a) Q is -CO-;

(b) R^1 is hydrogen; and

(c) R^7 is an optionally substituted heterocyclyl group.

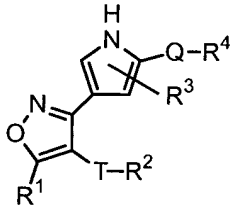
6. (Previously presented) The compound according to claim 1 having the formula:



III

or a pharmaceutically acceptable salt thereof.

7. (Previously presented) The compound according to claim 6 having the formula:



III-A

or a pharmaceutically acceptable salt thereof.

8. (Previously presented) The compound according to claim 7, wherein said compound has one or more features selected from the group consisting of:

(a) Q is -CO-;

(b) R^1 is hydrogen; and

(c) R^7 is an optionally substituted heterocyclyl group.

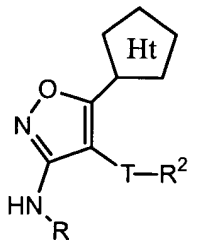
9. (Previously presented) The compound according to claim 8, wherein:

(a) Q is -CO-;

(b) R^1 is hydrogen; and

(c) R^7 is an optionally substituted heterocyclyl group.

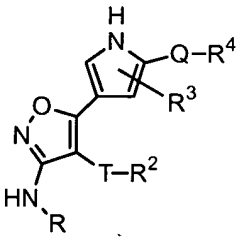
10. (Previously presented) The compound according to claim 1 having the formula:



IV

or a pharmaceutically acceptable salt thereof.

11. (Previously presented) The compound according to claim 10 having the formula:



IV-A

or a pharmaceutically acceptable salt thereof.

12. (Previously presented) The compound according to claim 11, wherein said compound has one or more features selected from the group consisting of:

(a) Q is -CO-; and

(b) R^7 is an optionally substituted heterocyclyl group.

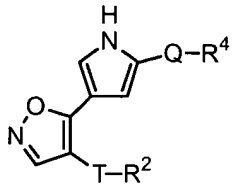
13. (Previously presented) The compound according to claim 12, wherein:

(a) Q is -CO-; and

(b) R^7 is an optionally substituted heterocyclyl group.

14-17. (Canceled)

18. (Previously presented) The compound according to claim 1, wherein said compound is selected from the following compounds having formulae **II-A** and **IV-A**:

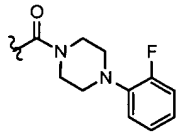


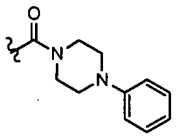
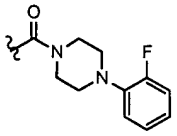
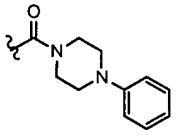
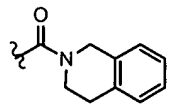
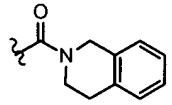
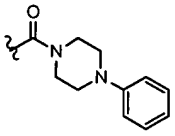
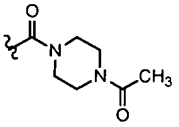
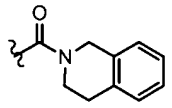
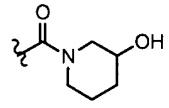
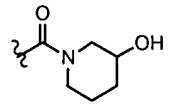
II-A

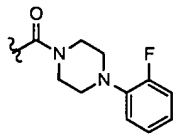
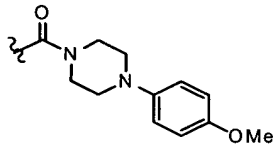
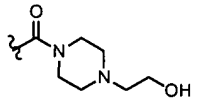
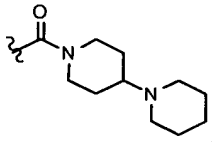
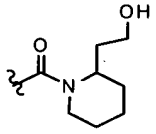
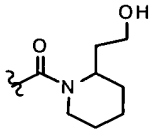
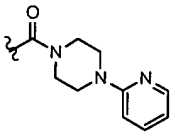
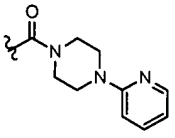
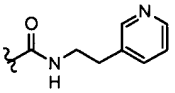
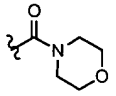
Compounds of Formula **II-A**

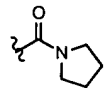
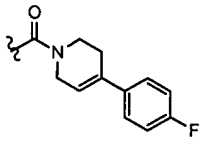
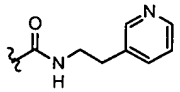
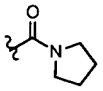
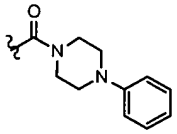
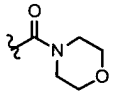
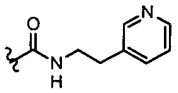
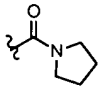
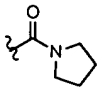
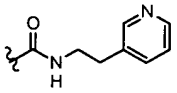
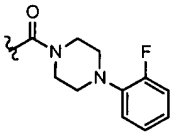
No.	T-R^2	Q-R^4
IIA-2	2-chlorophenyl	$CONHCH_2$(Ph)
IIA-3	2-chlorophenyl	CO(morpholin-4-yl)
IIA-4	4-methoxyphenyl	$CONHCH_2$(pyridin-4-yl)
IIA-5	3-fluorophenyl	$CONHCH_2$(pyridin-4-yl)
IIA-6	3-methoxyphenyl	$CONHCH_2$(pyridin-4-yl)
IIA-7	2,5-dimethoxyphenyl	$CONHCH_2$(pyridin-4-yl)
IIA-8	3,4-difluorophenyl	$CONHCH_2$(pyridin-4-yl)
IIA-9	2,3-difluorophenyl	$CONHCH_2$(pyridin-4-yl)
IIA-10	2,5-difluorophenyl	$CONHCH_2$(pyridin-4-yl)
IIA-11	4-methoxyphenyl	$CONHCH_2$(pyridin-3-yl)
IIA-12	3-fluorophenyl	$CONHCH_2$(pyridin-3-yl)
IIA-13	3-methoxyphenyl	$CONHCH_2$(pyridin-3-yl)
IIA-14	2,5-dimethoxyphenyl	$CONHCH_2$(pyridin-3-yl)
IIA-15	3,4-difluorophenyl	$CONHCH_2$(pyridin-3-yl)
IIA-16	2,3-difluorophenyl	$CONHCH_2$(pyridin-3-yl)
IIA-17	2,5-difluorophenyl	$CONHCH_2$(pyridin-3-yl)
IIA-18	4-methoxyphenyl	$CONHCH_2$(tetrahydrofuran-2-yl)
IIA-19	3-fluorophenyl	$CONHCH_2$(tetrahydrofuran-2-yl)
IIA-20	3-methoxyphenyl	$CONHCH_2$(tetrahydrofuran-2-yl)
IIA-21	2,5-dimethoxyphenyl	$CONHCH_2$(tetrahydrofuran-2-yl)
IIA-22	3,4-difluorophenyl	$CONHCH_2$(tetrahydrofuran-2-yl)
IIA-23	2,3-difluorophenyl	$CONHCH_2$(tetrahydrofuran-2-yl)
IIA-24	2,5-difluorophenyl	$CONHCH_2$(tetrahydrofuran-2-yl)
IIA-25	4-fluorophenyl	$CONHCH_2$(1-Et-pyrrolidin-2-yl)
IIA-26	4-methoxyphenyl	$CONHCH_2$(1-Et-pyrrolidin-2-yl)
IIA-27	3-fluorophenyl	$CONHCH_2$(1-Et-pyrrolidin-2-yl)
IIA-28	3-methoxyphenyl	$CONHCH_2$(1-Et-pyrrolidin-2-yl)
IIA-29	2,5-dimethoxyphenyl	$CONHCH_2$(1-Et-pyrrolidin-2-yl)

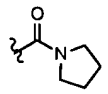
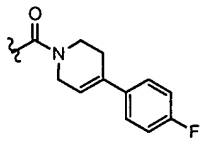
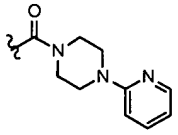
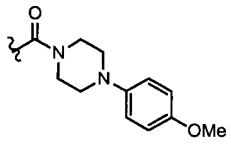
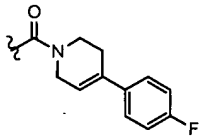
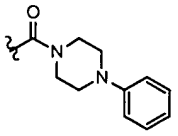
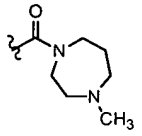
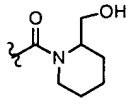
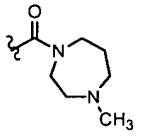
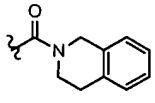
No.	T-R^2	Q-R^4
IIA-30	3,4-difluorophenyl	$CONHCH_2$(1-Et-pyrrolidin-2-yl)
IIA-31	2,3-difluorophenyl	$CONHCH_2$(1-Et-pyrrolidin-2-yl)
IIA-32	2,5-difluorophenyl	$CONHCH_2$(1-Et-pyrrolidin-2-yl)
IIA-33	4-fluorophenyl	CO(morpholin-4-yl)
IIA-34	4-methoxyphenyl	CO(morpholin-4-yl)
IIA-35	3-fluorophenyl	CO(morpholin-4-yl)
IIA-36	3-methoxyphenyl	CO(morpholin-4-yl)
IIA-37	2,5-dimethoxyphenyl	CO(morpholin-4-yl)
IIA-38	2,3-difluorophenyl	CO(morpholin-4-yl)
IIA-39	2,5-difluorophenyl	CO(morpholin-4-yl)
IIA-40	4-fluorophenyl	CO(4-Me-piperazin-1-yl)
IIA-41	4-methoxyphenyl	CO(4-Me-piperazin-1-yl)
IIA-42	3-fluorophenyl	CO(4-Me-piperazin-1-yl)
IIA-43	3-methoxyphenyl	CO(4-Me-piperazin-1-yl)
IIA-44	2,5-dimethoxyphenyl	CO(4-Me-piperazin-1-yl)
IIA-45	2,3-difluorophenyl	CO(4-Me-piperazin-1-yl)
IIA-46	2,5-difluorophenyl	CO(4-Me-piperazin-1-yl)
IIA-47	3-chlorophenyl	$CONHCH_2$(pyridin-4-yl)
IIA-48	3-chlorophenyl	$CONHCH_2$(pyridin-3-yl)
IIA-49	3-chlorophenyl	$CONHCH_2$(tetrahydrofuran-2-yl)
IIA-50	3-chlorophenyl	$CONHCH_2$(1-Et-pyrrolidin-2-yl)
IIA-51	3-chlorophenyl	CO(4-Me-piperazin-1-yl)
IIA-52	4-chlorophenyl	$CONHCH_2$(pyridin-4-yl)
IIA-53	4-chlorophenyl	$CONHCH_2$(pyridin-3-yl)
IIA-54	4-chlorophenyl	$CONHCH_2$(tetrahydrofuran-2-yl)
IIA-55	4-chlorophenyl	$CONHCH_2$(1-Et-pyrrolidin-2-yl)
IIA-56	4-chlorophenyl	CO(morpholin-4-yl)
IIA-57	4-chlorophenyl	CO(4-Me-piperazin-1-yl)
IIA-58	3,4-dichlorophenyl	$CONHCH_2$(pyridin-3-yl)
IIA-59	3,4-dichlorophenyl	$CONHCH_2$(1-Et-pyrrolidin-2-yl)
IIA-60	3,4-dichlorophenyl	CO(morpholin-4-yl)
IIA-61	3,4-dichlorophenyl	CO(4-Me-piperazin-1-yl)
IIA-62	2-F-3-chlorophenyl	$CONHCH_2$(pyridin-4-yl)
IIA-63	2-F-3-chlorophenyl	$CONHCH_2$(pyridin-3-yl)

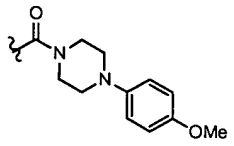
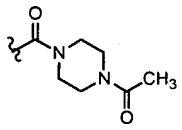
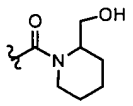
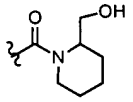
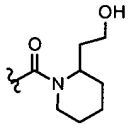
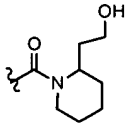
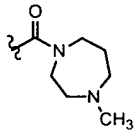
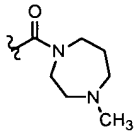
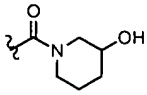
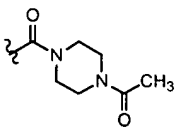
No.	T-R^2	Q-R^4
IIA-64	2-F-3-chlorophenyl	$CONHCH_2$(tetrahydrofuran-2-yl)
IIA-65	2-F-3-chlorophenyl	$CONHCH_2$(1-Et-pyrrolidin-2-yl)
IIA-66	2-F-3-chlorophenyl	CO(morpholin-4-yl)
IIA-67	2-F-3-chlorophenyl	CO(4-Me-piperazin-1-yl)
IIA-68	3-Cl-4-fluorophenyl	$CONHCH_2$(pyridin-4-yl)
IIA-69	3-Cl-4-fluorophenyl	$CONHCH_2$(pyridin-3-yl)
IIA-70	3-Cl-4-fluorophenyl	$CONHCH_2$(tetrahydrofuran-2-yl)
IIA-71	3-Cl-4-fluorophenyl	$CONHCH_2$(1-Et-pyrrolidin-2-yl)
IIA-72	3-Cl-4-fluorophenyl	CO(morpholin-4-yl)
IIA-73	3-Cl-4-fluorophenyl	CO(4-Me-piperazin-1-yl)
IIA-74	3,4-dimethoxyphenyl	$CONHCH_2$(pyridin-4-yl)
IIA-75	3,4-dimethoxyphenyl	$CONHCH_2$(pyridin-3-yl)
IIA-76	3,4-dimethoxyphenyl	$CONHCH_2$(tetrahydrofuran-2-yl)
IIA-77	3,4-dimethoxyphenyl	$CONHCH_2$(1-Et-pyrrolidin-2-yl)
IIA-78	3,4-dimethoxyphenyl	CO(morpholin-4-yl)
IIA-79	3,4-dimethoxyphenyl	CO(4-Me-piperazin-1-yl)
IIA-80	4-benzo[1,3]dioxol-5-yl	$CONHCH_2$(pyridin-4-yl)
IIA-81	4-benzo[1,3]dioxol-5-yl	$CONHCH_2$(pyridin-3-yl)
IIA-82	4-benzo[1,3]dioxol-5-yl	$CONHCH_2$(tetrahydrofuran-2-yl)
IIA-83	4-benzo[1,3]dioxol-5-yl	$CONHCH_2$(1-Et-pyrrolidin-2-yl)
IIA-84	4-benzo[1,3]dioxol-5-yl	CO(morpholin-4-yl)
IIA-85	4-benzo[1,3]dioxol-5-yl	CO(4-Me-piperazin-1-yl)
IIA-86	3,5-dichlorophenyl	$CONHCH_2$(pyridin-4-yl)
IIA-87	3,5-dichlorophenyl	$CONHCH_2$(pyridin-3-yl)
IIA-88	3,5-dichlorophenyl	$CONHCH_2$(tetrahydrofuran-2-yl)
IIA-89	3,5-dichlorophenyl	$CONHCH_2$(1-Et-pyrrolidin-2-yl)
IIA-90	3,5-dichlorophenyl	CO(morpholin-4-yl)
IIA-91	3,5-dichlorophenyl	CO(4-Me-piperazin-1-yl)
IIA-93	3-chlorophenyl	CO(morpholin-4-yl)
IIA-106	phenyl	

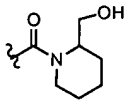
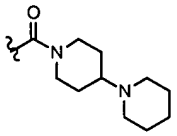
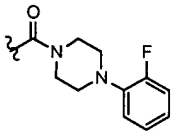
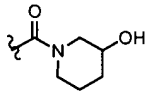
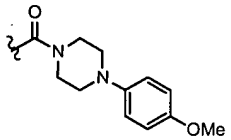
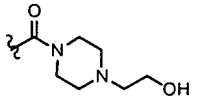
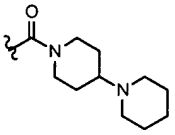
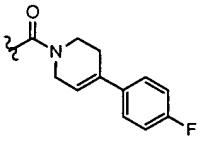
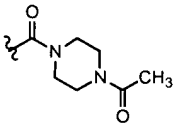
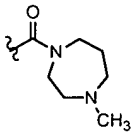
No.	T-R^2	Q-R^4
IIA-107	phenyl	
IIA-108	3,4-dimethoxyphenyl	
IIA-109	3-chlorophenyl	
IIA-110	3-chlorophenyl	
IIA-111	3-methylphenyl	
IIA-114	2-fluoro-3-chlorophenyl	
IIA-115	3-chlorophenyl	
IIA-116	3,4-dimethoxyphenyl	
IIA-117	3,4-dimethoxyphenyl	
IIA-119	3-methylphenyl	

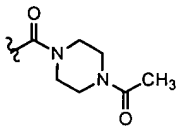
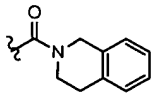
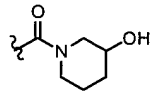
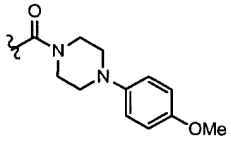
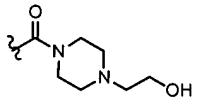
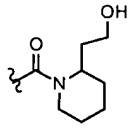
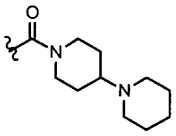
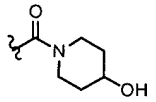
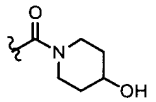
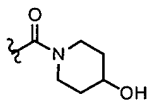
No.	T-R^2	Q-R^4
IIA-120	2-fluoro-3-chlorophenyl	
IIA-121	2-fluoro-3-chlorophenyl	
IIA-122	2-fluoro-3-chlorophenyl	
IIA-123	3-chlorophenyl	
IIA-124	3,4-dimethoxyphenyl	
IIA-125	2-fluoro-3-chlorophenyl	
IIA-126	2-fluoro-3-chlorophenyl	
IIA-130	phenyl	
IIA-131	phenyl	
IIA-132	phenyl	

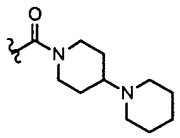
No.	T-R^2	Q-R^4
IIA-133	phenyl	
IIA-134	phenyl	
IIA-135	3,4-dimethoxyphenyl	
IIA-136	3,4-dimethoxyphenyl	
IIA-137	3,4-dimethoxyphenyl	
IIA-138	3-methylphenyl	
IIA-139	3-methylphenyl	
IIA-140	3-methylphenyl	
IIA-141	2-fluoro-3-chlorophenyl	
IIA-142	3-chlorophenyl	
IIA-143	3-chlorophenyl	

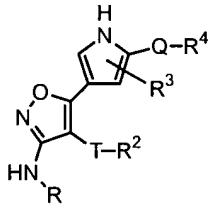
No.	T-R^2	Q-R^4
IIA-144	3-chlorophenyl	
IIA-145	3-chlorophenyl	
IIA-146	3-chlorophenyl	
IIA-148	phenyl	
IIA-150	3,4-dimethoxyphenyl	
IIA-151	3-methylphenyl	
IIA-152	3-methylphenyl	
IIA-153	phenyl	
IIA-154	phenyl	
IIA-155	phenyl	

No.	T-R^2	Q-R^4
IIA-156	3,4-dimethoxyphenyl	
IIA-157	3,4-dimethoxyphenyl	
IIA-159	3-methylphenyl	
IIA-160	3-chlorophenyl	
IIA-161	phenyl	
IIA-162	3-chlorophenyl	
IIA-163	3,4-dimethoxyphenyl	
IIA-164	3-chlorophenyl	
IIA-165	phenyl	
IIA-167	phenyl	

No.	T-R^2	Q-R^4
IIA-168	3,4-dimethoxyphenyl	
IIA-169	3,4-dimethoxyphenyl	
IIA-170	3,4-dimethoxyphenyl	
IIA-171	3-methylphenyl	
IIA-172	3-methylphenyl	
IIA-173	3-methylphenyl	
IIA-174	3-methylphenyl	
IIA-175	3-methylphenyl	
IIA-176	3-methylphenyl	
IIA-177	2-fluoro-3-chlorophenyl	

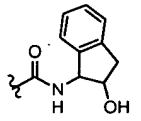
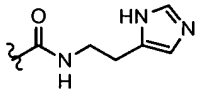
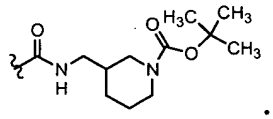
No.	T-R^2	Q-R^4
IIA-179	2-fluoro-[[,]]3-chlorophenyl	
IIA-180	2-fluoro-[[,]]3-chlorophenyl	
IIA-182	3-chlorophenyl	
IIA-183	3-chlorophenyl	
IIA-184	3-chlorophenyl	
IIA-187	3-methylphenyl	
IIA-190	2-fluoro-3-chlorophenyl	
IIA-191	phenyl	
IIA-192	3,4-dimethoxyphenyl	
IIA-193	3-methylphenyl	

No.	T-R^2	Q-R^4
IIA-194	phenyl	



IV-A

Compounds of Formula **IV-A**

No.	R	T-R^2	Q-R^4
IVA-4	H	phenyl	CO(pyrrolidin-1-yl)
IVA-5	Me	phenyl	$CONHCH_2$(Ph)
IVA-16	Me	3-Cl-phenyl	$CONHCH_2$(pyridin-4-yl)
IVA-17	H	5-Cl-phenyl	
IVA-18	H	5-F-phenyl	$CONHCH_2$(tetrahydrofuran-2-yl)
IVA-19	Me	5,6-F_2-phenyl	CO(4-Me-piperidin-1-yl)
IVA-20	H	4-Cl-phenyl	$CONHCH_2$(pyrid-4-yl)
IVA-21	H	4,5-$(OMe)_2$-phenyl	
IVA-22	Me	4,5-Cl_2-phenyl	

19. (Previously presented) A composition comprising a compound according to claim 1 and a pharmaceutically acceptable carrier.

20. (Original) The composition according to claim 19 wherein said compound is formulated in a pharmaceutically acceptable manner for administration to a patient.

21. (Previously presented) The composition according to claim 19 further comprising an additional therapeutic agent selected from a chemotherapeutic agent, an anti-inflammatory agent, an immunomodulatory or immunosuppressive agent, a neurotrophic factor, and agent for treating liver disease, an agent for treating a blood disorder, an agent for treating diabetes, or an agent for treating an immunodeficiency disorder.

22. (Previously presented) The composition according to claim 20 further comprising an additional therapeutic agent selected from a chemotherapeutic agent, an anti-inflammatory agent, an immunomodulatory or immunosuppressive agent, a neurotrophic factor, and agent for treating liver disease, an agent for treating a blood disorder, an agent for treating diabetes, or an agent for treating an immunodeficiency disorder.

23. (Currently amended) A method of inhibiting ERK or AKT activity in a biological sample selected from cell cultures or extracts thereof, biopsied material obtained from a mammal or extracts thereof, saliva, urine, feces, semen, tears, or extracts thereof, comprising the step of contacting said biological sample *in vitro* with a compound according to claim 1 or a composition according to claim 19.

24-26. (Canceled)

27. (Currently amended) A method for treating a disease in a patient comprising the step of administering to said patient a composition according to claim 19, wherein said disease is selected from cancer, wherein said cancer is breast cancer, colon cancer, kidney carcinoma, lung cancer, melanoma, ovarian cancer, pancreatic cancer, or prostate cancer; ~~stroke, diabetes, hepatomegaly,~~ a cardiovascular disease selected from stroke, restenosis, cardiomegaly, artherosclerosis, myocardial infarction, or congestive heart failure;~~,~~ ~~Alzheimer's disease, cystic fibrosis, viral disease, autoimmune diseases, atherosclerosis, restenosis, psoriasis, allergic disorders, inflammation,~~ asthma; or ~~neurological disorders~~ Alzheimer's Disease~~, a hormone related disease, conditions associated with organ transplantation, immunodeficiency disorders, destructive bone disorders, proliferative disorders, infectious diseases, conditions associated with cell death, thrombin induced~~

~~platelet aggregation, chronic myelogenous leukemia (CML), liver disease, or pathologic immune conditions involving T cell activation~~.

28. (Currently amended) The method according to claim 27 wherein said [[the]] disease is a cancer selected from breast cancer, colon cancer, kidney carcinoma, lung cancer, melanoma, ovarian cancer, pancreatic cancer, or prostate cancer.

29. (Canceled)

30. (Currently amended) The method according to ~~either of~~ claim[[s]] 28 ~~or 29~~ comprising the additional step of administering to said patient a chemotherapeutic agent.

31-32. (Canceled)

33. (Currently amended) The method according to claim 27 wherein said [[the]] disease is ~~a neurological disorder~~ Alzheimer's Disease.

34. (Canceled)

35. (Currently amended) The method according to claim 27 wherein the disease is a cardiovascular disease selected from stroke, restenosis, cardiomegaly, artherosclerosis, myocardial infarction, or congestive heart failure.

36. (Canceled)

37. (Currently amended) The method according to either of claims 35 or 36 comprising the additional step of administering to said patient a therapeutic agent for treating cardiovascular disease.

38. (Currently amended) The method according to claim 27 wherein said [[the]] disease is asthma ~~an inflammatory disease~~.

39-43. (Canceled)